1297348

3235-0076

## FORM D

SEC Mail Processing Section UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

JUN DEZUUB

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR Prefix Serial

DATE RECEIVED

OMB APPROVAL

Expires: June 30,2008
Estimated average burden

hours per response.....16.00

OMB Number:

Washington, DC SECTION 4(6), AND/OR
101 UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)		
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	JUN 1 0 2008	
A. BASIC IDENTIFICATION DATA		_
	JUN DELITEE	ゔ゙
1. Enter the information requested about the issuer  Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	THOMSON REUTER	70
Perceptive Software, Inc.	· ·	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	_
22701 West 68th Terrace, Shawnee, KS 66226	913-667-3102	
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone N	
(if different from Executive Offices)	FIREWAY AND THE SECOND AND THE SECON	
Brief Description of Business  Development and sale of software and services relative to document imaging, management	t and workflow. 08051974	
Type of Business Organization  Corporation Imited partnership, already formed Imited partnership, to be formed	please specify):	
Actual or Estimated Date of Incorporation or Organization:    O 6		_
GENERAL INSTRUCTIONS	· · · · · · · · · · · · · · · · · · ·	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D of 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering	•	
and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address.		
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	9549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.	ly signed. Any copies not manually signed must	be
Information Required: A new filing must contain all information requested. Amendments need only reportereto, the information requested in Part C, and any material changes from the information previously supplied be filed with the SEC.		
Filing Fee: There is no federal filing fee.		
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for s ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim fo accompany this form. This notice shall be filed in the appropriate states in accordance with state law. this notice and must be completed.	Securities Administrator in each state where sales the exemption, a fee in the proper amount sha	les all
ATTENTION		_
Failure to file notice in the appropriate states will not result in a loss of the federal exampropriate federal notice will not result in a loss of an available state exemption unle filing of a federal notice.		

#### A BASIC IDENTITION DAVIA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Director Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Coons, Scott Business or Residence Address (Number and Street, City, State, Zip Code) 22701 W. 68th Terrace, Shawnee, Kansas 66226 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) DeCamp, Cary Business or Residence Address (Number and Street, City, State, Zip Code) 22701 W. 68th Terrace, Shawnee, Kansas 66226 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Helton, Tim Business or Residence Address (Number and Street, City, State, Zip Code) 22701 W. 68th Terrace, Shawnee, Kansas 66226 Check Box(es) that Apply: Promoter Executive Officer General and/or Beneficial Owner Director Managing Partner Full Name (Last name first, if individual) Chung, Peter D. Business or Residence Address (Number and Street, City, State, Zip Code) 2725 Sand Hill Road, Menlo Park, California 94025 Check Box(es) that Apply: General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Hamburg, Edward Business or Residence Address (Number and Street, City, State, Zip Code) 1309 E. 50th Street, Chicago, Illinois 60615 Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Morgan Stanley Dean Witter Venture Partners IV, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 1221 Avenue of the Americas, 39th Floor, New York, New York 10020 Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Morgan Stanley Venture Partners 2002 Fund, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 1221 Avenue of the Americas, 39th Floor, New York, New York 10020

	<b>3</b>	Zigene ★		1, 4, 3,	B, II	NFORMAT	ION ABOU	T OFFERI	ŅG 💉		\$\$ (w.)		
1.	Has the	issuer sold	l, or does th		ntend to se					_	***************************************	Yes	No <b>X</b>
2.	What is	the minim	um investm					-				\$_ <sup>50</sup> ,	00.00
•	D 4h	CC !			ta Calataa	1						Yes	No
3. 4.			ermit joint ion request								irectly, any	K	
	commiss If a pers or states	sion or simi on to be list i, list the na	ilar remuner ted is an ass	ation for s ociated pe oker or de	solicitation erson or ago ealer. If mo	of purchas ent of a brol ore than fiv	ers in conno cer or deale e (5) person	ection with r registered as to be list	sales of seed with the S ed are asso	curities in t SEC and/or			
	l Name (I	Last name i	first, if indi	vidual)									
		Residence .	Address (N	umber and	d Street, Ci	ity, State, 2	Zip Code)						
Nac		pointed De	oker or Dea	1									
INAI	ne or Ass	ociated Di	oker or Dea	iter									
Sta			Listed Has										
	(Check	"All States	" or check i	ndividual	States)			***************************************	***************************************			· 🗌 All	l States
	AL)	AK IN	AZ IA	AR KS	CA KY	CO LA	CT ME	DE MD	DC MA	FL MI	GA MN	HI MS	ID MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	ΪN	TX	UT	VT	VA	WA	WV	(WI)	WY	PR
Ful	l Name (I	ast name i	first, if indi	vidual)						<u> </u>	·		
Bus	iness or	Residence	Address (N	umber an	d Street, C	ity, State,	Zip Code)						
Nar	ne of Ass	ociated Bro	oker or Dea	ler				<u> </u>			<del></del>		
Stat			Listed Has										
	(Check	"All States"	" or check i	ndividual	States)	••••••			•••••••••••••••••••••••••••••••••••••••	•••••		☐ All	l States
	AL	AK	AZ	AR	CA	CO	CT T	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	ĪĀ NV	KS NH	KY NJ	L <u>A</u> NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (I	ast name f	irst, if indi	vidual)									<del></del>
Bus	siness or	Residence	Address (N	umber an	d Street, C	ity, State, 2	Zip Code)						
			`				<b>-</b>						
Nar	ne of Ass	ociated Bro	oker or Dea	ler									
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers					<del></del> : :	
	(Check	'All States'	" or check i	ndividual	States)	••••••	***************************************	••••••	••••••	••••••	••••••	☐ All	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI ÖH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	ÜT	VT	VA	WA	WV		WŸ	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggregat Offering Pr		Am	ount Already Sold
	Debt	s		\$	
	Equity	18,030,0	00.93	\$_18	3,030,000.93
	Common Preferred				
	Convertible Securities (including warrants)	\$		<b>s</b>	
	Partnership Interests	\$		\$	
	Other (Specify)	<u> </u>			
	Total	18,030,0	00.93	<b>\$</b> 18	,030,000.93
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	i	Dol of	Aggregate llar Amount Purchases 8,030,000.9
	Accredited Investors			·	
	Non-accredited Investors			\$_0	.00
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.				
	Type of Offering	Type of Security		Do	llar Amount Sold
	Rule 505			\$	
	Regulation A			\$	
	Rule 504			\$	
	Total			\$ <u>0</u> .	.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			<b>s</b>	
	Printing and Engraving Costs	********		<b>s</b>	
	Legal Fees			<b>\$</b> 15	0,000.00
	Accounting Fees		$\overline{\Box}$	\$	
	Engineering Fees			s	
	Sales Commissions (specify finders' fees separately)	************	П	\$	
	Other Expenses (identify)			\$	
	Total		_	s 15	0,000.00

( a)/ ( ) ( )	e offering price, number	ÓF INV	ESTORS, EXPENSES AND USE OF P	ROCEEDS 🎄	
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — Que proceeds to the issuer."	stion 4.a.	This difference is the "adjusted gross		\$17,880,000.93
5.	Indicate below the amount of the adjusted gross procee each of the purposes shown. If the amount for any proceeds to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C-	urpose is payment	not known, furnish an estimate and s listed must equal the adjusted gross		
				Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			_ s	. <b></b>
	Purchase of real estate			] <b>s</b>	
	Purchase, rental or leasing and installation of machin		_		
	and equipment		<del>-</del>		_
	Construction or leasing of plant buildings and faciliti		_	] <b>s</b>	
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets of issuer pursuant to a merger)	r securiti	es of another	ך\$	<b></b>
	Repayment of indebtedness		_		_
	Working capital		<del></del>	_	_
	Other (specify): Redemption of Common Stock			\$ 10,000,000	.( \$
				] <b>S</b> _	<u>\$</u>
	Column Totals			18,030,000.	9 N S 0.00
	Total Payments Listed (column totals added)				3,030,000.93
4		D. FEDÊ	RAL SIGNATURE	ng Egypt	
sig	sissuer has duly caused this notice to be signed by the unchature constitutes an undertaking by the issuer to furnish information furnished by the issuer to any non-accredi	to the U.	S. Securities and Exchange Commiss	sion, upon writte	
Iss	ner (Print or Type)	nature		atc	
Pe	rceptive Software, Inc.	In	John !	4/4/0	8
Na	ne of Signer (Print or Type)	tle 66 Sig	er (Phint or Type)	-1.1-	· · · · · · · · · · · · · · · · · · ·
Gre	g J. Mermis At	tomey to	r Jacua		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# I. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule? See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date	
Perceptive Software, Inc.	16/4/08	
Name (Print or Type)	Title Printor Type)	
Greg J. Mermis	Atterney for beener	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AF	PENDIX				
1	Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offered in state (Part C-Item 1)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		×							×
AK		×							×
AZ		×							×
AR		×							×
CA		×		3 \$1	,529,995,4	<u>1</u> 0	\$0.00		×
со		×							x
СТ		×							×
DE		x							×
DC		×			,				×
FL		×							×
GA		×			_				×
НІ		×							×
ID		×							×
IL		×		3 \$	450,001,69	. 0	\$0.00		×
IN		×	<u></u>						×
IA		×			_				×
KS		×		3	300,003,59	0	\$0.00		×
KY		×							×
LA		x							×
ME		×							x
MD		х							×
MA		×							×
MI		×							×
MN		×							×
MS		×							×

					APP	ENDIX.						
1	Intend to non-a investor	2 to sell accredited as in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number Accredit Investo	ted	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
МО		×		3	\$	999,999,66	· _ 0	\$0.00		×		
МТ		×								×		
NE		×								×		
NV		х								×		
NH		×								×		
NJ		×								X		
NM		×								×		
NY		×		6	\$1	4,750,000.	58 0	\$0.00		×		
NC		×				<u>,</u>				×		
ND		×					•			K		
ОН		×								×		
ок		×								×		
OR		×								×		
PA		×								×		
RI		×						·		×		
SC		×								×		
SD		×					·			×		
TN		×								×		
TX		×								×		
UT	***************************************	×								×		
VT		×								×		
VA		х								×		
WA		×								×		
wv		×								×		
WI		×								×		

			A Single	APP	ENDIX.			1-23-4	12.3
1	Intend to sell to non-accredited investors in State		Type of security and aggregate offering price offered in state		amount pu	4 Finvestor and rchased in State		under Sta (if yes, explana waiver	ation of granted)
	(Part B	-Item 1)	(Part C-Item 1)	N	(Part C-Item 2)				Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY		×							×
PR		×							×

